



**ZUCKERMAN SPAEDER LLP**

1185 AVENUE OF THE AMERICAS 31ST FLOOR  
NEW YORK, NY 10036-2603  
212.704.9600 212.704.4256 fax www.zuckerman.com

PAUL SHECHTMAN  
Partner  
(646) 746-8657  
pshechtman@zuckerman.com

VIA HAND DELIVERY

August 19, 2014

**MEMO ENDORSED**

The Honorable Richard J. Sullivan  
U.S. District Court for the Southern  
District of New York  
40 Foley Square  
New York, New York 10007

USDS SDNY  
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Re: CVR Energy, Inc., v. Wachtell, Lipton, Rosen & Katz, et al., 1:14-cv-06566-RJS

Dear Judge Sullivan:

We represent Defendants in the above-captioned action. We write to inform you that this action, which has just been transferred to the Southern District from the United States District Court of Kansas and assigned to you, is related to an action that was pending in this Court before Judge Engelmayer.

On August 14, 2014, Judge Robinson of the District of Kansas held that defendants in *CVR Energy Inc. v. Wachtell, Lipton, Rosen & Katz, et al.*, Case No. 2:13-cv-02547 were not subject to personal jurisdiction in that District and ordered the case transferred to the United States District Court for the Southern District of New York. The transfer was effective yesterday. The transferred action involves substantially the same parties, facts, and legal issues as the first cause of action in the related matter, *Wachtell, Lipton, Rosen & Katz v. CVR Energy, Inc. et al.*, Case No. 1:14-cv-00080-PAE, which had been removed from New York Supreme Court. Judge Engelmayer remanded the related matter by order dated March 18, 2014. The case remains pending in New York Supreme Court.

Having conferred with Judge Engelmayer, I have determined to keep the case on my docket. Accordingly, IT IS HEREBY ORDERED THAT Defendants shall answer or otherwise respond to the complaint by September 5, 2014.

Very truly yours,

*Paul Shechtman*  
Paul Shechtman

SO ORDERED  
Dated: 8/25/2014 *Richard J. Sullivan*  
RICHARD J. SULLIVAN  
U.S.D.J.

cc: The Honorable Paul A. Engelmayer (by hand)  
Herbert Beigel, Esq. (by e-mail)  
Robert R. Viduvich, Esq. (by e-mail)